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Amend

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CLERK OF STATE
TALLAHASSEE, FLORIDA

T. Roberts FEB 20 2007

GIBBS LAW FIRM, P.A.

Attorneys and Counselors at Law

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February 6, 2007

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Good Shepherd Ministries, Inc.

Document Number 728289

Dear Sirs:

Enclosed are an original and one copy of the articles of amendment and a check for \$43.75 (filing fee and certified copy).


Once filed, please return the certified copy of the articles to:

Gibbs Law Firm, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (727) 399-8300.

Sincerely,

GIBBS LAW FIRM, P. A.


Zachary S. Gray

**Articles of Amendment
of
GOOD SHEPHERD MINISTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes sections 617.1001 *et. seq.*, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment.

FIRST: Article II is amended as follows:

The corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, preaching the gospel of the Lord Jesus Christ to all men, everywhere; and organizing and establishing orphanages, day care centers, nutrition centers, educational and church facilities, and their related ministries.

Article IV is amended as follows:

The corporation shall have a minimum of three (3) directors. The qualifications, duties, and method of election of directors shall be stated in the Bylaws of the corporation.

Article V is amended as follows:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the corporation.

Article VI is amended as follows:

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article VII is amended as follows:

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

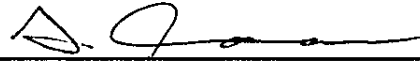
Article VIII is amended as follows:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECOND: The date of adoption of the Amendments was FEB 10 2007

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

In Witness Whereof, the undersigned, being the officer of the corporation authorized to execute these Articles of Amendment which have been adopted by the directors of the corporation, does so this 10th day of FEBRUARY 2007.

A handwritten signature in dark ink, appearing to read 'Roy Adams', is written over a horizontal line.

ROY ADAMS, PRESIDENT